

UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF PENNSYLVANIA

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SHIRLEY CRAIG, *et al.*

v.

RITE AID CORPORATION, *et al.*

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4:08-cv-02317-JEJ

**DECLARATION OF MARC S. HEPWORTH OF HEPWORTH  
GERSHBAUM & ROTH, PLLC,  
IN SUPPORT OF APPLICATION FOR AN AWARD OF ATTORNEYS'  
FEES AND EXPENSES**

I, Marc S. Hepworth, an attorney admitted to practice in both Federal and State courts of the State of New York, declares, under penalty of perjury that:

1. I am a partner in Hepworth, Gershbaum & Roth, PLLC, who are, with other counsel, Settlement Counsel for the Class Representatives and Settlement Classes in this case.

2. My firm first became involved in this litigation in late 2008 with the initial complaint filed in December 2008.

3. The litigation and related tasks performed by Marc S. Hepworth, Charles Gershbaum, David A. Roth, Mathew A. Parker, Steven Doddato and Audra Roth included the tasks set out herein. Particularly, the firm has been involved in all aspects of this litigation, including, but not limited to: initial client intake; research, drafting and reviewing pleadings, complaints and interrogatories; drafting and reviewing numerous plaintiff discovery responses to the multiple interrogatories and requests for production of documents; conducted legal research and reviewed tens of thousands of documents; researched, edited and aided in the drafting of the opposition to the motions to dismiss for lack of jurisdiction and the first-filed rule; researched, edited and

aided in the drafting of the motions for certification both in the FLSA-Co-manager case and the New York Rule 23 Class; researched, edited and aided in the drafting of the Rule 72 appeals; appeared at numerous court conferences both in person and telephonically; extensive electronically stored information (ESI); prepared for, conducted and defended numerous depositions; interviewed witnesses and plaintiffs; coordinated with co-counsel and opposing counsel concerning scheduling and discovery matters; conducted negotiations, settlement discussions and attended mediation; extensive discussion and planning of legal strategy. Specifically, Hepworth, Gershbaum & Roth, PLLC conducted more than one third of the 81 depositions conducted in this case. In addition, the ESI conducted by Hepworth, Gershbaum & Roth, PLLC, *inter alia*, involved: researching different collection, preservation and reviewing platforms; retaining experts; determining both plaintiffs' and defendant's ESI obligations along with the interrelation between litigation holds and the ESI; preparation for ESI court conferences, meet and confers and the analysis of productions in relation to the ESI obligations; research and analysis regarding cost shifting and the obligations of the parties to pay for the ESI that was being conducted; extensive analysis of ESI document production and sources and prioritizing of the tens of thousands of ESI documents; analysis of the documents produced to determine proper custodians; and consultation with ESI experts to determine the validity of ESI claims made by the defendants regarding the ESI productions, accessibility and precision of the searches.

4. The firm also expended considerable time and resources to assist with the overall management of the litigation. The total number of hours spent on this litigation by my firm is 1,833.28. The total lodestar amount of time based on the firm's current billable rates is \$863,159.83. Time expended in preparing the present application for fees and reimbursement of expenses has not been included in these totals. My firm's lodestar figures are based upon time

records maintained by my firm and the firm's billing rates, which do not include charges for expense items. Specifically, the following attorneys and staff worked on this case, for the hours set forth below, to obtain the lodestar figures:

Name	Title	Total Hours	Hourly Rate	Total
Marc. S Hepworth	Partner	842.80	525.00	442,470.00
David A. Roth	Partner	438.17	525.00	230,040.83
Charles Gershbaum	Partner	184.11	525.00	96,603.15
Audra Roth	Partner	8.00	500.00	4,000.00
Mathew Parker	Associate	249.70	250.00	62,420.85
Steven Doddato	Associate	110.5	250.00	27,625.00
<b>TOTALS</b>		1,833.28		863,159.83

Copies of the time records for all of these individuals recorded are attached as Exhibit "A" hereto. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

5. The firm incurred a total of \$10, 870.77 in un-reimbursed costs and expenses in connection with the prosecution of this litigation, as follows:

Description	Amount
Court Fees	915.00
Postage	45.00
Travel (including transportation, meals and hotels)	4,910.77
Litigation Fund	\$5,000.00
<b>TOTAL</b>	10,870.77

The expenses incurred in the prosecution of this case are reflected on the books and records of this firm, which are available for submission to the Court *in camera* upon request. These books

and records are prepared from expense vouchers, receipts, credit card bills and check records, and are accurate regarding all the expenses incurred.

6. With respect to the standing of counsel in this case, attached hereto as Exhibit B is the firm resume. In addition to background provided by the firm resume, the firm has been the attorney of record as either lead or co-counsel in significant and complex class and collective actions or individual cases seeking damages for unpaid overtime and wages based on allegations that employees worked off the clock, were misclassified, or were victims of regular rate and/or technical violations of both state and federal wage laws. All of these cases were handled on a contingency basis in which the firm received a percentage of the recovery and advanced all of the costs of litigation. I estimate that the attorneys of the firm have represented thousands of plaintiffs over the years. In addition the firm has skilled litigators with thousands of hours of courtroom experience both in state and federal courts. The firm exclusively represents plaintiffs who have sued defendants which include major corporation, Cities, States and governmental agencies. In addition the firm's attorneys have successfully tried cases to verdict in numerous counties and handles numerous appeals.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true to the best of my knowledge, information and belief.

Dated: September 20, 2012.



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Marc S. Hepworth